Washington, D.C. 20549

1296697

xpires:	May	31	,200	5
Estimated average	burd	en		
ours per response		••••	16.0	0

hours per resp	onse16.00
SECU	JSE ONLY
Prefix	Serial
DATE	RECEIVED
ŀ	i i

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** FORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an a	mendment and name has changed, and indicate o	change.)
Tidal Networks, Inc. Series B Prefer	rred Stock Financing	
Filing Under (Check box(es) that apply):	□Rule 504 □ Rule 505 ☑Rule 5	06
Type of Filing: ☑ New Filing	□Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about	the issuer	
Name of Issuer ( check if this is an amer	ndment and name has changed, and indicate char	
Tidal Networks, Inc.		04037079
Address of Executive Offices	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
697 River Oaks Parkway, San Jose,	CA 95134	(408) 922-2727
Address of Principal Business Operations	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		
Provider of secure webification and	internal security for enterprises	PROCESSED
Type of Business Organization		uu 00 200k
☑ corporation	☐ limited partnership, already formed	other (please specify): UL 09 2004
☐ business trust	☐ limited partnership, to be formed	THOMSON
	Month Year	FINANCIAL
Actual or Estimated Date of Incorporation	or Organization: 1 1 0 2 5	☑Actual ☐ Estimated ☐
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U.S. Postal Service abb	reviation for State:
	CN for Canada; FN for other foreign juris	bdiction) D E
GENERAL INSTRUCTIONS		
Federal: Who Must File: All issuers ma	king an offering of securities in reliance on a	n exemption under Regulation D or Section

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

{00007347.DOC;1}

				0.011.040			
•	Each gener	al and managin	g partner of partnership i	ssuers.			
Check Box(es) that	at Apply:	□ Promoter	□Beneficial Owner	☑Executive Officer	☑ Director		General and/or Managing Partne
Full Name (Last n	ame first, i	f individual)					
Barsi, Thom							
Business or Resid	ence Addre	ss (Number and	d Street, City, State, Zip (	Code)			
Turne, areas for any an exercic in progress of colors in progressive	VIOLENCE ENGLISH OF STREET	ay, San Jose, C	CONTROL OF THE CONTRO	and the second s		0 vid 0.00 0.00	
Check Box(es) tha		□Promoter	☐ Beneficial Owner	□Executive Officer	☑ Director		General and/or Managing Partne
Full Name (Last n	iame first, i	f individual)	the second of th	was a well-and the light of	to the majoritation with the company		
Kennedy, Jo	e	<u> </u>	tion and the second				and the second second
Business or Resid	ence Addre	ss (Number and	d Street, City, State, Zip (	Code)			
Omneon VideoN	etworks, 9	65 Stewart Dri	ve, Sunyvale, CA 94085	-3913			
Check Box(es) that	at Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☑ Director		General and/or Managing Partne
Full Name (Last n	ame first, i	f individual)					
Prince, Jeff							
Business or Resid	ence Addre	ss (Number and	d Street, City, State, Zip (	Code)			
213 Tait Ave	nue, Los G	atos, CA 9503	0				
		· · · · · · · · · · · · · · · · · · ·					
Check Box(es) that	Comment Conference (CONTRACTOR	CONTRACTOR AND CO. N. C. C. C. C. C.	☑Beneficial Owner	□ Executive Officer	☑ Director		General and/or Managing Partne
Full Name (Last n	at Apply: ame first, i	☐ Promoter	**************************************	☐ Executive Officer	. ☑ Director		
Full Name (Last n Goguen, Mic	at Apply: ame first, i	☐ Promoter  f individual)	☑Beneficial Owner		☑ Director		
Full Name (Last n Goguen, Mic Business or Resid	at Apply: ame first, i hael ence Addre	☐ Promoter  f individual)  ss (Number and	☑Beneficial Owner	Code)	☑ Director		
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap	nt Apply: ame first, i hael ence Addre ital, 3000 S	☐ Promoter  f individual)  ss (Number and  Sand Hill Road	☑Beneficial Owner  Street, City, State, Zip O., Bldg. 4, Ste. 180, Men	Code) Io Park, CA 94025			Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha	nt Apply: name first, i hael ence Addre ital, 3000 S nt Apply:	☐ Promoter  f individual)  ss (Number and  Gand Hill Road  ☐ Promoter	☑Beneficial Owner	Code)	☑Director		Managing Partne  General and/or
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n	ame first, i  chael  ence Addre  ital; 3000 S  at Apply:	☐ Promoter  f individual)  ss (Number and  Gand Hill Road  ☐ Promoter	☑Beneficial Owner  Street, City, State, Zip O., Bldg. 4, Ste. 180, Men	Code) Io Park, CA 94025			Managing Partne  General and/or
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha	ame first, i  chael  ence Addre  ital; 3000 S  at Apply:	☐ Promoter  f individual)  ss (Number and  Gand Hill Road  ☐ Promoter	☑Beneficial Owner  Street, City, State, Zip O., Bldg. 4, Ste. 180, Men	Code) Io Park, CA 94025			Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pet	ame first, i chael ence Addre ital, 3000 Sat Apply:	☐ Promoter  f individual)  ss (Number and  Sand Hill Road  ☐ Promoter  f individual)	☑Beneficial Owner  Street, City, State, Zip O., Bldg. 4, Ste. 180, Men	Code) Io Park, CA 94025 □ Executive Officer			Managing Partne  General and/or
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete	ame first, i chael ence Addre ital; 3000 S at Apply: ame first, i er ence Addre	☐ Promoter  f individual)  ss (Number and  Gand Hill Road  ☐ Promoter  f individual)  ss (Number and	☑Beneficial Owner  I Street, City, State, Zip O  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner	Code) Io Park, CA 94025 □ Executive Officer			Managing Partne  General and/or
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Peter Business or Reside Accel Partne	ame first, i chael ence Addre ital, 3000 Sat Apply: ame first, i er ence Addre ers, 428 Un at Apply:	☐ Promoter  f individual)  ss (Number and Gand Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu	☑Beneficial Owner  Street, City, State, Zip (  , Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner	Code) lo Park, CA 94025  Executive Officer  Code)	☑Director		Managing Partne  General and/or  Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha	ame first, i chael ence Addre ital, 3000 S at Apply: ence Addre ers, 428 Un at Apply:	☐ Promoter  f individual)  ss (Number and Band Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter	☑Beneficial Owner  I Street, City, State, Zip (  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner  I Street, City, State, Zip (  e, Palo Alto, CA 94301	Code) lo Park, CA 94025  Executive Officer  Code)	☑Director		Managing Partne  General and/or  Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n	ame first, i chael ence Addre ital, 3000 S at Apply: ame first, i er ence Addre ers, 428 Un ame first, i	☐ Promoter  f individual)  ss (Number and Gand Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter  f individual)	☑Beneficial Owner  I Street, City, State, Zip (  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner  I Street, City, State, Zip (  e, Palo Alto, CA 94301	Code)  Io Park, CA 94025  Executive Officer  Code)  Executive Officer	☑Director		Managing Partne  General and/or  Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n	ame first, in the control of the con	☐ Promoter  f individual)  ss (Number and Sand Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter  f individual)	☑Beneficial Owner  I Street, City, State, Zip (  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner  I Street, City, State, Zip (  e, Palo Alto, CA 94301  ☑Beneficial Owner	Code)  lo Park, CA 94025  Executive Officer  Code)  Executive Officer	□ Director		Managing Partne  General and/or  Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n Prince Ventu Business or Resident	ame first, i chael ence Addre ital, 3000 S at Apply: ame first, i er ence Addre ers, 428 Un ame first, i ame first, i ers, L. P. ence Addre	☐ Promoter  f individual)  ss (Number and Sand Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter  f individual)	Beneficial Owner  I Street, City, State, Zip (  Bldg. 4, Ste. 180, Men  Beneficial Owner  I Street, City, State, Zip (  e, Palo Alto, CA 94301  Beneficial Owner	Code)  lo Park, CA 94025  Executive Officer  Code)  Executive Officer	☑Director		Managing Partne  General and/or  Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n Prince Ventu Business or Resident	ame first, in the control of the con	☐ Promoter  f individual)  ss (Number and Gand Hill Road ☐ Promoter  f individual)  ss (Number and ☐ Promoter  iversity Avenu ☐ Promoter  f individual)  ss (Number and ☐ Promoter)	Beneficial Owner  I Street, City, State, Zip (  Bldg. 4, Ste. 180, Men  Beneficial Owner  I Street, City, State, Zip (  e, Palo Alto, CA 94301  Beneficial Owner	Code)  lo Park, CA 94025  Executive Officer  Code)  Executive Officer	□ Director		Managing Partne  General and/or Managing Partne  General and/or Managing Partne  General and/or Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n Prince Ventu Business or Reside	ame first, in thack ence Addressital, 3000 State Apply:  ame first, in the ence Addressital ence Addressitation ence Addressit	☐ Promoter  f individual)  ss (Number and Gand Hill Road ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter  f individual)  ss (Number and iversity Avenu ☐ Promoter  atos, CA 9503 ☐ Promoter	Beneficial Owner  I Street, City, State, Zip C  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner  I Street, City, State, Zip C  e, Palo Alto, CA 94301  ☑ Beneficial Owner	Code)  Io Park, CA 94025  Executive Officer  Code)  Executive Officer  Code)	☑Director		Managing Partne  General and/or Managing Partne  General and/or Managing Partne
Full Name (Last n Goguen, Mic Business or Resid Sequoia Cap Check Box(es) tha Full Name (Last n Wagner, Pete Business or Resid Accel Partne Check Box(es) tha Full Name (Last n Prince Ventu Business or Resid 213 Tait Ave Check Box(es) tha Full Name (Last n See Next Pag	ame first, i chael ence Addre ital, 3000 S at Apply: ame first, i er ence Addre ers, 428 Un at Apply: ame first, i eres, L. P. ence Addre ence Ence Addre ence Ence Ence Ence Ence Ence Ence Enc	☐ Promoter  f individual)  ss (Number and Promoter  f individual)	Beneficial Owner  I Street, City, State, Zip C  I, Bldg. 4, Ste. 180, Men  ☑ Beneficial Owner  I Street, City, State, Zip C  e, Palo Alto, CA 94301  ☑ Beneficial Owner	Code)  Description of the Executive Officer  Code)  Executive Officer  Code)  Executive Officer	☑Director		Managing Partne  General and/or Managing Partne  General and/or Managing Partne  General and/or Managing Partne

Each promoter of the issuer, if the issuer has been organized within the past five years;

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class

• Enter the information requested of the following:

of equity securities of the issuer;

• E	ach pron	noter of the issue	er, if the issuer has been	organized within the past	five years;		
				dispose, or direct the vot	e or disposition	of, 10	0% more of a class
			director of corporate iss	suers and of corporate ger	neral and manag	ing p	artners of
Full Name (Last name first, if individual)  Jeffrey and Sherri Prince as Trustees of the Jeffrey and Sherri Prince Revocable Living Trust  Business or Residence Address (Number and Street, City, State, Zip Code)  213 Tait Avenue, Los Gatos, CA 95030  Check Box(es) that Apply:							
Check Box(es) that	Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☐ Director		General and/or Managing Partner
•			of the Jeffrey and She	rri Prince Revocable Li	ving Trust		
Business or Resider	ice Addr	ess (Number and	d Street, City, State, Zip	Code)			
213 Tait Aven	ue, Los	Gatos, CA 9503	0				
			☑ Beneficial Owner	□Executive Officer	☐ Director		General and/or Managing Partner
		if individual)					
Business or Resider	ice Addr	ess (Number and	1 Street, City, State, Zip	Code)			
Sequoia Capital, 3	000 San	d Hill Road, Blo	dg. 4, Ste. 180, Menlo P	ark, CA 94025			
Check Box(es) that	Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☐ Director		General and/or Managing Partner
		if individual)					
		ess (Number and	d Street, City, State, Zip	Code)			······
Accel Partners	s, 428 Uı	niversity Avenu	e, Palo Alto, CA 94301				
Check Box(es) that	Apply:	☐ Promoter	☐Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last na	me first,	if individual)	The second secon			1314. 41. 140	
Business or Resider	nce Addr	ess (Number and	Street City State Zin	Code)	man a special and decimal a factor of a second as a second		
	100.2,1001					***	ana 14 m ng apada 15 Salah 14 g Mgn 19 19 ng 18 ng 1
Check Box(es) that	Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last na	me first,	if individual)					<u> </u>
Business or Resider	nce Addr	ess (Number and	d Street, City, State, Zip	Code)	<del></del>		
Check Box(es) that	Apply:	☐ Promoter	☐Beneficial Owner	☐ Executive Officer	☐ Director	Ō	General and/or Managing Partner
Full Name (Last na	me first,	if individual)					
		alika para ilan					
Business or Resider	nce Addr	ess (Number and	d Street, City, State, Zip	Code)			
	rc tr						and the same of th
Check Box(es) that	Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last na	me first,	if individual)					
Business or Resider	nce Addr	ess (Number and	d Street, City, State, Zip	Code)			

3.

Enter the information requested of the following:

1.	rias u	ie issuer so	oia, or ace			-			nder ULOE.	ering?	1 58	, L	NO E
2.	What	is the min	imum inv					_			\$	n/a	
3.						-	-			***************************************			No 🗹
3. <u>4</u> . <u>.</u>	Enter simila an ass or dea	the inform r remuners ociated pe aler. If m	nation requation for so rson or ago ore than f	ested for e olicitation ent of a bro	each person of purchas oker or dear sons to be	n who has ers in conr ler register	been or winection with	ll be paid of the sales of the SEC and	or given , o securities i or with a	directly or in the offering state or state broker or d	ndirectly, ng. If a p es, list the	any commerson to be name of the	ission or e listed is ne broker
Ful	l Name	(Last nan	ne first, if i	individual)									
Bus	iness o	or Residen	ce Address	(Number	and Street	, City, Stat	e, Zip Cod	e)					
Nar	ne of A	Associated	Broker or	Dealer									
Stat				Has Solicit					<del></del>	<del></del>		<b>-</b>	11. 64. 4.
ΔΙ	(Cnec	AK 🗆	es or che	CK INGIVIGI	ca 🗆	co □	ст 🗖	DE 🗆	DC 🗖	FL 🚨	GA □	⊔ A HI □	ll States
		IN D	IA 🗆	ks □	KY 🗆	ΔП	ME 🗆	MD 🗆	MA 🗆	MI 🗆	MN 🗆	MS 🖸	мо 🗆
	- <b>-</b>	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM $\square$	NY 🗆	NC 🗆	ND 🗆	он 🗆	ok 🗆	OR 🗓	PA 🗀
	. 🗆	sc 🗆	SD 🗆	TN 🗆	TX 🗆	UT $\square$	VT 🗆	VA 🗆	WA 🗆	w $\square$	wi 🗆	wy 🗆	PR 🗆
				individual)									
			,										
Bus	iness c	or Residen	ce Address	(Number	and Street	City, Stat	e, Zip Cod	e)			· ·-		
Nar	ne of A	Associated	Broker or	Dealer									
Stat				Has Solicit									11.0.
· · A1	(Chec		es or che	ck individi AR 🗆	iai states). CA. □	co 🛚	ст □	DE 🗆	DC 🗆	FL 🗆	GA 🗆	⊔ А □ н	ll States ID □
		IN $\square$	IA 🗆	KS □	KY 🗖		ME 🗀	MD 🗆	MA 🗆	MI 🗆	MN 🗆	MS 🗆	мо 🗆
	r 🔲	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM 🗆	NY 🗆	NC 🗆	ND 🗆	он 🗆	ok 🗆	OR 🗆	PA 🗆
		sc 🗆	SD 🗆	TN 🗆	TX 🗆	UT 🗆	VT 🗆	VA 🗆	WA 🗆	wv 🗆	Wi 🗆	wy 🗆	PR 🗆
				ndividual)		01 10	V, U	VA LI	- WA L		WI L		
. 1 41	i i tallic	(1343) 1141											
Bus	iness o	or Residen	ce Address	(Number	and Street,	City, Stat	e, Zip Cod	e)					
Nar	ne of A	Associated	Broker or	Dealer									
Stat				Has Solicit									
	-												ll States
	_ 0	AK 🗆	AZ 🗆	AR □	CA 🗆	co 🗆	ст 🗆	DE 🗆	DC 🗆	FL 🛄	GA 🗆	н□	ID []
	_ 🗆	IN 🗆	IA 🗆	KS □	KY 🗀	LA 🗆	ME 🗆	MD 🗆	ма 🗆	MI 🗆	MN 🗆	MS 🗆	мо 🗆
		NE 🗆	NV 🗆	NH 🗆	NJ 🗀	им 🗆	NY 🗆	NC 🗆	ND 🗆	он □	ок □ -	OR 🗆	PA 🗆
R		sc 🗆	SD 🗆	TN 🗆	TX 🗆	UT 🗆	VT 🗆	VA 🗆	WA 🗆	wv 🗆	WI 🗆	WY 🗆	PR 🗆

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities for exchange and already exchanged.		Aggregato		mount Alucedy
	Type of Security	(	Aggregate Offering Price	F	Amount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	11,999,999.01	\$	11,999,999.01
	☐ Common ☐ Preferred		·		<del></del>
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$	0	\$	0
	Other (Specify)	\$	0	- \$	0
	Total	\$	11,999,999.01	\$	11,999,999.01
	Answer also in Appendix, Column 3, if filing under ULOE.		· · · · · · · · · · · · · · · · · · ·	-	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		10	\$	11,999,999.01
	Non-accredited Investors		none	\$	
	Total (for filings under Rule 504 only)			\$	· <del></del>
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of Offering		Type of Security		Dollar Amount Sold
	Rule 505			\$	
	Regulation A			- \$	
	Rule 504			- \$	
	Total			- \$	<del></del>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees		☑	\$	80,000
	Accounting Fees		🗆	\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify) Filing fees, supplies, photocopies, teleconferences	•••••		\$	3,000
	Total		Ø	\$	83,000

	Part C - Question 1 and total expenses furni 4.a. This difference is the "adjusted gross pro	shed in response to Part C -	- Qu	estior	ì		\$	11,916,999.01
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check total of the payments listed must equal the acforth in response to Part C – Question 4.b about	shown. If the amount for an the box to the left of the estin djusted gross proceeds to the	ny pi mate	irpose. The	Payments to Officers,			Por contact to
					Directors & Affiliates			Payments to Others
	Salaries and fees	!		\$			\$	
	Purchase of real estate			\$		_ □	\$	
	Purchase, rental or leasing and installment of	machinery and equipment.		\$		_ 🗆	\$	
	Construction or leasing of plant buildings and	facilities		\$_		_ 🗅	\$	
	Acquisition of other businesses (including involved in this offering that may be used in securities of another issuer pursuant to a merg	exchange for the assets or	П	\$			\$	
	Repayment of indebtedness			\$ - \$			\$	
	• •			-				11.016.000.01
	Working capital		_	\$ _	·	_ 🖸	\$	11,916,999.01
	Other (specify):			\$ _		_ 🗆	\$	
				\$ -	· · · · · · · · · · · · · ·	_ 🗆	\$	
	Column Totals			\$ _		_ 🛛	\$	11,916,999.01
	Total Payments Listed (column totals added).				☑ \$			99.01
201		D. FEDERAL SIGNAT	rur	E	personal programme		a service de la companya de la comp	CONTROL CONTROLS
he wri	e issuer has duly caused this notice to be signed following signature constitutes an undertaking the request of its staff, the information furnitle 502.	g by the issuer to furnish to	the	U.S.	Securities and E	Exchang	ge Co	ommission, upon
ssı	uer (Print or Type)	Signature / / //	1		D	ate		·····
	Tidal Networks, Inc.	/h //h			Ju	ne <b>30</b>	, 200	4
Nai	me of Signer (Print or Type)	Title of Signer (Print or Typ	pe)					
	Thomas J. Barsi	President and CEO		<u></u>		·		
		ATTENTION					<u> </u>	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1	2	2	3			4		5	
		ı						Disquali	fication
								under	
			Type of security					UL	OE
	Intend	to sell	and aggregate					(if yes,	attach
	to non-ac		offering price			investor and		explana	
		s in State	offered in State			chased in State		waiver g	
	(Part B-	Item 1)	(Part C-Item 1)		(Part (	C-Item 2)		(Part E-	Item 1)
						Number of			
	,		,	Number of		Non-			
		!	Series B	Accredited		Accredited			
State	Yes	No	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR						ļ			
CA		Ø	\$11,999,999.01	10	\$11,999,999.01	-0-	-0-		Ø
CO									
CT									
DE		] 🖸							
DC		00							
FL GA							<u> </u>		
HI			<u></u>						
ID	-	븝						<del></del>	
	<del>-                                    </del>								
IN								<u> </u>	
IA	-		<del></del>			!			
KS			<u> </u>			<u></u>			
KY								<u> </u>	
LA								<u> </u>	
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH								<u> </u>	
NJ		חנ				<u></u>		<u> </u>	
NM									
NY NC			<del> </del>		<u> </u>				
ND ND					<del> </del>				
OH									
OK	_ = =						<u> </u>	- =	
OR						<u> </u>			
PA									
RI									
SC									
SD									
TN			<del></del>						
TX									
UT									
VT									
VA									
WA									

1 .		2	3			4		5	5
	,							Disquali	ification
					under	State			
			Type of security			4		UL	OE
	Intend	to sell	and aggregate					(if yes,	attach
	to non-a	ccredited	offering price	ŀ	Type of	investor and		explana	ation of
	investor	s in State	offered in State	{		rchased in State		waiver g	granted)
	(Part B	-Item 1)	(Part C-Item 1)	i	(Part	C-Item 2)		(Part E-	Item 1)
			Cowing D	Number of		Number of Non-			
04.4.	37	NT -	Series B	Accredited	<b>A</b>	Accredited		3.7	D.T.
State	Yes	No	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No
WV									
WI									
WY									
PR	П	П						T n	